

SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-26842]

Filings Under the Public Utility Holding Company Act of 1935, as Amended ("Act")

March 13, 1998.

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated thereunder. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendments thereto is/are available for public inspection through the Commission's Office of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by April 6, 1998, to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in case of an attorney at law, by certificate) should be filed with the request. Any request for hearing shall identify specifically the issues of fact or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After said date, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Central and South West Corporation, et al. (70-9091)

Central and South West Corporation ("CSW"), a registered holding company, its nonutility subsidiary companies CSW Energy, Inc. ("Energy"), and CSW International, Inc. ("CSWI") (collectively, "Applicants"), all located at 1616 Woodall Rodgers Freeway, P.O. Box 660789, Dallas, Texas 75202, have filed a declaration under section 13(b) of the Act, and rules 83, 87(b)(1), 90 and 91 under the Act.

By orders dated September 28, 1990, November 22, 1991, December 31, 1992 and November 28, 1995 (HCAR Nos. 25162, 25414, 25728 and 26417, respectively) and certain other orders, the Commission authorized CSW, directly or through Energy, to engage in development activities to conduct preliminary studies of, to investigate, research, develop, consult with respect

to, and to agree to construct (the construction subject to further Commission authorization), qualifying facilities ("QF"), as defined under the Public Utility Regulatory Policies Act of 1978, as amended ("PURPA"), and independent power facilities, including exempt wholesale generators, as defined in section 32 of the Act ("EWG").

By additional orders dated November 3, 1994, September 27, 1995 and January 24, 1997 (HCAR Nos. 26156, 26383 and 26531, respectively), the Commission authorized CSW, directly or through CSWI, to engage in development and investment activities in EWGs and foreign utility companies, as defined in section 33 of the Act ("FUCO") (collectively, EWGs and FUCOs "Exempt Projects"), and is authorized to provide design, construction, engineering, operation, maintenance, management, administration, employment, tax, accounting, economic, financial, fuel, environmental communications, energy conservation, demand side management, overhead efficiency, utility performance and electronic data processing services and software development and support services in connection therewith to Exempt Projects and (except for operation services) to foreign electric utility enterprises that are not Exempt Projects.

The Applicants and any of their subsidiaries other than CSW's domestic operating utility subsidiaries (collectively, the "Operating Companies"), now request authorization to enter into agreements to provide energy-related services to associate companies at fair market prices. The Applicants request an exemption pursuant to section 13(b) from the requirements of rules 90 and 91 as applicable to transactions in any case in which any one or more of the following circumstances will exist: (1) An associate company is a FUCO, or is an EWG, that derives no part of its income, directly or indirectly, from the generation, transmission or distribution of electric energy for sale within the United States; (2) an associate company is an EWG that sells electricity at market-based rates which have been approved by the Federal Energy Regulatory Commission ("FERC") or the appropriate state public utility commission, provided that the purchaser of energy produced by such associate company is not an Operating Company; (3) services rendered to an associate company in respect of a QF that sells electricity exclusively at rate negotiated at arm's length to one or more industrial or commercial customers purchasing the electricity for

their use not for resale, or to an electric utility company, other than an Operating Company, at the purchaser's "avoided cost" determined in accordance with the regulations promulgated by FERC under PURPA or at such other rates negotiated at arm's length with such electric utility company; and (4) an associate company is an EWG or a QF that sells electricity at rates approved by FERC or any state public utility commission having jurisdiction, provided that the purchaser of such electricity produced by such associate company is not an Operating Company.

The Applicants also request an exemption from section 13(b) of the Act if: (i) An associate company is a subsidiary of an Applicant, the sole business of which is developing, owning and/or operating Exempt Projects or QFs described in clauses (1), (2), (3) or (4) above; or (ii) an associate company is a subsidiary of an applicant, which subsidiary does not derive, directly or indirectly, any material part of its income from sources within the United States and is not a public utility company operating within the United States. None of the associate companies specified in clauses (i) or (ii) above that acquire services at market-based rates under the authority sought in this declaration will sell, or offer to sell, services to any Operating Company without additional Commission authority.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-39747; File No. SR-MBSCC-97-10]

Self-Regulatory Organizations; MBS Clearing Corporation; Order Approving a Proposed Rule Change Relating to Modifications to MBSCC's Liquidation Rules

March 13, 1998.

On November 13, 1997, the MFS Clearing Corporation ("MBSCC") filed with the Securities and Exchange Commission ("Commission") a proposed rule change (File No. SR-MBSCC-97-10) pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act").¹ On January 30, 1998,

¹ 15 U.S.C. 78s(b)(1).